

## **SCHEDULE 'B'**

### **Canada Artistic Swimming**

#### **BY-LAWS**

#### **1. PURPOSE**

- 1.1 These By-laws relate to the general conduct of the affairs of the Canada Artistic Swimming, a federal corporation incorporated under the *Canada Not-for-Profit Corporations Act*, S.C. 2009 c.23, and referred to as "CAS" in these By-laws.
- 1.2 Canada Artistic Swimming has the promotion of amateur artistic swimming in Canada on a nation-wide basis as its exclusive purpose and exclusive function. This mandate includes staging or engaging in international events and competitions, as such activities would normally be consistent with the promotion of amateur artistic swimming in Canada, given the participation of Canadian teams and athletes in such events. Related activities and business are permitted, such as selling merchandise related to the sport. CAS will follow the rules published by Canada Revenue Agency with respect to qualified activities allowed in order to maintain its Registered Canadian Amateur Athletic Association status.

#### **2. DEFINITIONS**

##### 2.1 In these By-laws:

- (a) "Act" means the Canada Not-for-Profit Corporations Act, S.C. 2009 c.23 including the regulations made, pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- (b) "AFC" means the Aquatic Federation of Canada, also known as Aquatics Canada Aquatiques;
- (c) "AM" means the Annual Meeting of CAS;
- (d) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of CAS;
- (e) "Athlete" means any individual participating in the sport of artistic swimming, for recreational enjoyment or competitive purposes, registered with CAS;
- (f) "Auditor" means an auditing firm appointed by the AM to audit the books, accounts and records of CAS for a report to the members at the next AM;
- (g) "Board" means the Board of Directors of CAS;
- (h) "Club" means an artistic swimming club registered with CAS;
- (i) "CEO" means the Chief Executive Officer who, under the authority of the Board is responsible for the operations of CAS. The CEO is an Officer but is not a Director of CAS;
- (j) "Days" means days irrespective of weekends or holidays;
- (k) "Director" means a member of the Board of Directors of CAS;
- (l) "Member" means any Provincial or Territorial Section registered with CAS;
- (m) "Member in Good Standing" means a Member that meets all of the following conditions: i) is registered with CAS, ii) owes no outstanding membership dues or other debts to CAS, iii) is not subject to a disciplinary action or investigation by CAS, iv) has not been suspended or expelled from membership, and v) has not otherwise ceased to be a Member;
- (n) "Officer" means an individual elected or appointed to serve as an Officer pursuant to these By-laws.
- (o) "Policy" means a written directive ratified by the Board that defines objectives, principles, procedures and methods to govern decisions and actions of CAS with respect to its programs and services;

- (p) "Provincial and Territorial Section" means a provincial or territorial organization that is responsible for the management of artistic swimming within its provincial or territorial boundaries;
- (q) "Registrant" means any Club or individual that has fulfilled the requirements of registration as required by CAS and has paid any associated registration fees to CAS; and
- (r) "Rules" mean the authoritative principles that are set forth to govern competitions of CAS.

2.2 In these By-laws words stating the singular will include the plural and vice-versa.

2.3 Except as provided in the Act, in the event of a dispute the Board will have the authority to make an interpretation concerning any word, term or phrase in these By-laws which is ambiguous, contradictory or unclear.

### **3. TRADE NAME**

3.1 [Canada Artistic Swimming has no trade name.](#)

### **4. REGISTERED OFFICE**

4.1 The Registered Office of CAS shall be in Ottawa, Ontario or its suburbs.

4.2 The Board may establish other offices in Canada.

### **5. AFFILIATION**

5.1 CAS shall be affiliated with the AFC.

### **6. LANGUAGE**

6.1 CAS is a bilingual organization, which shall be reflected in its structures, publications, activities and public relations.

6.2 These By-laws have been drafted in English and the official French text is a translation.

6.3 In the case of a conflicting interpretation between the French and English By-laws, the English text shall prevail.

### **7. BY-LAWS**

7.1 These By-laws govern the financial and legal affairs and other activities of CAS, subject to the provisions of the Act.

7.2 These By-laws may only be added to, changed or deleted by a two-thirds majority vote at the AM, or at a Special Meeting called for that purpose.

7.3 Prior to an Annual Meeting or a Special Meeting called for the purpose, a Member or the Board of Canada Artistic Swimming may propose an amendment to these By-Laws by submitting a Notice of Motion containing the proposed amendment to the CEO of CAS, not fewer than 30 days before the AM or Special Meeting.

### **8. MEMBERSHIP AND REGISTRATION**

8.1 CAS shall have one category of Members: Provincial and Territorial Sections.

- 8.2 Provincial and Territorial Sections shall be incorporated bodies, having an elected executive and comprising at least one Club. Provincial and Territorial Sections shall comply with the Articles, By-laws, and Policies of CAS.
- 8.3 Notwithstanding the requirements of By-law 8.2, all Registrants from a territory of Canada may register with CAS as a Territorial Section or may with the consent of a Provincial Section, all register with CAS under the registration of that Provincial Section.
- 8.4 Registrants are not Members and do not have voting rights.
- 8.5 Registrants include:
- (a) Clubs registered with CAS;
  - (b) Athletes participating in programs or events sanctioned by CAS, who are registered with a Member;
  - (c) Directors of CAS;
  - (d) Members of committees of CAS;
  - (e) Officials of CAS;
  - (f) Coaches of Athletes described in 8.5(b);
  - (g) Executive members of a Provincial and Territorial Section;
  - (h) Individuals who attend at or exercise a role at the AM or a Special Meeting of CAS; or
  - (i) Other individuals who are granted status as Registrants by CAS.
- 8.6 To be registered with CAS, a Registrant must fulfill the requirements of registration and pay any associated registration fees to CAS.
- 8.7 The membership year of CAS shall be September 1 to August 31.
- 8.8 Dues for Members:
- (a) Shall be established at the Annual Meeting or at a Special Meeting called for that purpose, upon the recommendation of the Board; and
  - (b) Shall take effect on September 1 immediately following their establishment under paragraph (a).
- 8.9 Registration fees for Registrants:
- (a) Shall be established at the AM or at a Special Meeting called for that purpose, upon the recommendation of the Board;
  - (b) Shall be implemented as required under the CAS Registration Policy; and
  - (c) Shall take effect on September 1 immediately following their establishment under paragraph a).
- 8.10 Members shall submit dues and registration fees to the Secretary of CAS in the manner and time prescribed in the registration policy of CAS.
- 8.11 A Member may withdraw as a Member by sending a written notice to the Secretary of CAS.
- 8.12 Each Member shall adopt articles, by-laws and policies that are guided by the Articles, By-laws and Policies of CAS, and shall not at any time make any amendments of its articles, by-laws or policies that conflict with the Articles, By-laws and Policies of CAS. A copy of each Member's articles, by-laws and policies along with a complete list of officers shall accompany each application for membership. All amendments or changes in any such articles, by-laws and policies shall be submitted in writing annually to the President of CAS within fifteen (15) days of their adoption or enactment. A Member shall be removed as a Member if it does not remedy any default the submission of the articles, by-laws or policies within ninety (90) days of receipt from CAS of a written notice advising of such default.

8.13 Membership in CAS is not transferable.

## **9. ALTERNATE METHODS OF VOTING**

9.1 Where:

- (a) The President or a Director considers a matter requiring a vote of Members to be urgent; or
- (b) Voting is requested on a matter, in writing, by a Member; and
- (c) The next scheduled meeting of Members is not within a time period sufficient to allow that vote to take place, a vote of the Members by mail, facsimile, email or other electronic means of telecommunication may occur with respect to the matter.

9.2 For a vote made under By-law 9.1, the Secretary of CAS shall, by ordinary mail, facsimile or email, send a clear statement of the question to be voted upon to the Members with a request that the vote be returned to the Secretary within 14 days where ordinary mail is utilized and within three days when by facsimile or email.

9.3 The Board may vote in writing, providing that all Directors fax, email or mail their signed resolution to the person designated by the President.

## **10. MEETINGS BY ELECTRONIC MEANS**

10.1 Meetings of the Board or the Members may be held by telephone conference call or by other electronic means provided that either the majority of the Directors or the Members, as the case may be, consent to such a meeting, or the holding of meetings by telephone conference call or by other electronic means has been approved by a resolution of the Board or of the Members.

## **11. CONDUCTING BUSINESS**

11.1 Where CAS does not adopt rules of order, the most current version of Robert's Rules of Order shall govern.

11.2 The fiscal year of CAS shall be April 1 of a year to March 31 of the following year.

## **12. FUNDAMENTAL CHANGES**

12.1 Motions that are considered Fundamental Changes made at a meeting of Members shall pass if voted in the affirmative by two-thirds majority of the Members. Voting shall be by a show of hands unless a majority of Members approves a secret ballot.

12.2 Fundamental Changes are defined as follows:

- a) Change the name of CAS;
- b) Change the statement of the purpose of CAS;
- c) Change the province in which CAS's Registered Office is situated;
- d) Add, change or remove any restriction on the activities that CAS may carry on;
- e) Create a new class or group of Members;
- f) Change a condition required for being a Member;
- g) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- h) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- i) Add, change or remove a provision respecting the transfer of a membership;
- j) Increase or decrease the number of, or the minimum or maximum number of, Directors;

- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of CAS;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Any other fundamental change as described in the Act.

### **13. ANNUAL MEETING**

- 13.1 There shall be an Annual Meeting (AM) which:
- (a) Shall be attended by all Directors and Members;
  - (b) Shall be attended by the Chair and co-Chair of the Athletes' Council; and
  - (c) May be attended by Registrants.
- 13.2 Notice of the AM shall:
- a) Be provided to each Director, Member and the Auditor at least 45 days before the AM; and
  - b) State the place, date and time of the AM.
- 13.3 A Member wishing to have an item of business placed on the agenda for the AM shall advise the CEO of that item of business, in writing, within 21 days of the meeting for which notice has been provided under By-law 13.2.
- 13.4 The matters to be considered at the AM shall include:
- a) The Auditor's statement and appointment of the Auditor for the coming year;
  - b) Board reports and committee reports;
  - c) Confirmation and ratification of the work of the Board since the last AM;
  - d) Other business brought forward by Notice of Motion for consideration by Members and;
  - e) The election of Directors to the Board.
- 13.5 A quorum at the AM is 50% of the Members. If during the course of the meeting, Members leave the meeting thus causing quorum to be lost, the meeting may nonetheless proceed. Members that abstain from voting are nonetheless counted for the purposes of determining a quorum.
- 13.6 Members shall each have one vote at the AM, and that vote shall be exercised by the Member President or an individual Registrant resident in the voting Member's jurisdiction who has been chosen by the Member. The Member President shall, in writing, indicate to the CEO the name of a chosen Registrant before the commencement of voting at the AM.
- 13.7 Except as stated otherwise, and for motions that are considered Fundamental Changes as defined in By-law 12.2, a motion made at the AM shall pass if voted in the affirmative by a simple majority of Members. Voting shall be by a show of hands unless a majority of Members approves a secret ballot.
- 13.8 The Chair of the AM has no vote except in the event of a tie, in which case he or she shall cast a deciding vote.

### **14. SPECIAL MEETINGS**

- 14.1 A Special Meeting may be called at any time:
- (a) By the President of CAS when, after consultation with the Board, he or she considers it necessary; or
  - (b) By Members, upon written requisition, who hold not less than 5% of the votes.
- 14.2 Members requesting a Special Meeting must send their request in writing at least 45 days before the suggested date of the meeting to the President, stating their reasons for requesting the meeting.

- 14.3 The CEO shall provide a notice of a Special Meeting to each Member, no fewer than 14 days before that meeting.
- 14.4 A notice under by-law 14.3 shall state the place, date and time of the Special Meeting, and shall contain sufficient information to permit a Member to make a reasoned judgment on the decision to be taken.
- 14.5 Only a matter set out in the notice for a Special Meeting shall be considered at that meeting.
- 14.6 A Special Meeting has the same method of voting and the same quorum requirements as for the AM.

## **15. NOMINATING COMMITTEE**

- 15.1 The Board shall appoint a Nominating Committee six months prior to the AM, from among the Registrants, to facilitate recruitment and guide the nomination and election process, in accordance with the Terms of Reference established for the Nominating Committee.
- 15.2 Nominations shall only occur in accordance with the procedures of the Nominating Committee.

## **16. BOARD STRUCTURE**

- 16.1 The Board of Canada Artistic Swimming shall consist of a minimum of **five and a maximum of seven** Directors-at-large, elected at the Annual Meeting.
- 16.2 The CEO shall attend meetings of the Board but is not a Director and shall not vote.
- 16.3 The Chair or the Co-Chair (but not both) of the Athletes' Council as described in By-law 24 shall attend meetings of the Board, but is not a Director and shall not vote.
- 16.4 Meetings of the Board shall be:
- (a) Private and attended only by the Directors, the CEO and the Chair or Co-Chair of the Athletes' Council; and
  - (b) Held at a time and place determined by the chair of the meeting.
- 16.5 Reasonable notice shall be given to Directors of all meetings.
- 16.6 Other persons may attend meetings of the Board at the invitation of the Chair of the meeting. The Chair may request these persons be excused from any Board meeting or from any portion of any Board meeting.
- 16.7 No more than three Directors may be elected each year to **three**-year terms.
- 16.8 A Director must be at least 18 years of age, must have the legal capacity to contract, must not have been declared incapable, must not have bankrupt status, and must meet the requirements of the *Income Tax Act* pertaining to Directors of registered charities.
- 16.9 If a Member believes that an elected Director should be suspended or removed from office, that member may request a Special Meeting. A Director may be suspended or removed from office by a two-thirds vote provided the Director has been given notice of the meeting, the opportunity to be present at the meeting, and the opportunity to address the meeting prior to the vote being taken.
- 16.10 Causes for suspension or removal from office are:
- (a) Infringement of the By-laws or policies of CAS or the AFC;

- (b) Unfair practice connected with artistic swimming; or
- (c) Medical incapacity.

- 16.11 The Board of Directors may fill a vacancy on the Board. If the Board of Directors decides to fill the vacancy, they shall call, within thirty (30) days, a Special Meeting in order to fill this vacancy. If there are no longer any Directors sitting on the board, then two (2) or more Members may call such a meeting. A Director appointed to fill a vacancy shall be in office until the next AM.
- 16.12 Other than as described in Section 17 and Section 19 below, no Director may serve more than **nine** years as a Director in his or her lifetime.
- 16.13 No more than two Directors may reside within any one Provincial and Territorial Section.

## **17. PRESIDENT**

- 17.1 The President of CAS shall be elected by the Directors at the first meeting of the Board immediately after the AM. To be eligible to be elected as President, an individual must have served at least two years as a Director.
- 17.2 The President shall hold office for a two-year term and may be re-elected for a further two-year term, provided he or she is re-elected as a Director. If elected half-way through serving a second or third term as a Director, the President shall hold office for one year, and may be re-elected for a further two-year term.
- 17.3 Where at least two Directors are of the opinion that the President has violated the By-laws or policies of CAS or the AFC, or has behaved inappropriately with respect to the business of CAS, they may request a meeting of the Board. A President may be suspended or removed from office by a two-thirds vote of the Board, provided the President has been given notice of the meeting, the opportunity to be present at the meeting, and the opportunity to address the Board prior to the vote being taken.
- 17.4 In the absence or incapacity of the President, the Board may name another Director as Acting President, to function until the President can resume the position or until the next AM, whichever comes first.
- 17.5 The President shall:
- (a) Provide overall leadership and direction to the Board;
  - (b) Serve on and co-ordinate the work of the Board;
  - (c) Chair the meetings of the Board and the meetings of the Members;
  - (d) Carry out those other duties required under the Act, these By-laws and the Policies of CAS; and
  - (e) Even if he or she is also a Director, not vote at a meeting of the Board or of the Members except in the event of a tie.
- 17.6 Where the President is unable to chair a meeting, he or she may delegate that duty to another Director.

## **18. PAST PRESIDENT**

- 18.1 The Past President of CAS shall be the individual who served as President immediately before the current President. At any one time, there shall only be one Past President.
- 18.2 The Past President shall not be a Director and shall not be required to attend meetings of the Board, but may be requested by the President to attend Board meetings from time to time in a non-voting capacity.

## **19. VICE PRESIDENT**

- 19.1 The Directors may appoint one or more Vice-Presidents who must be Directors of CAS. If a Vice-President is appointed, the Directors may delegate to him or her any or all of the powers and duties conferred by the present By-laws on the President as well as any other powers which the Directors may determine.
- 19.2 In the absence of the President or in the event of the latter's inability, refusal or failure to act, the Vice-President shall possess all the powers and assume all the duties of the President save that no Vice-President who is not otherwise qualified to attend a meeting of the Board or of the Members as a Director or as a Member shall preside at such meeting. If there is more than one (1) Vice-President, the President shall designate any Vice-President to act on his or her behalf, and, if the President fails to do so, the Directors may designate such Vice-President.

## **20. BOARD POWERS**

- 20.1 The Board is the legal entity and authority of CAS and shall provide leadership and strategic direction for CAS and ensure the development, effective implementation and evaluation of policies and programs.
- 20.2 The Directors may exercise all powers of CAS that are not prohibited by the Act or by these By-laws.
- 20.3 The Directors have the power to approve the budget and expenses.
- 20.4 The Board may establish Policies it deems necessary for the purposes of CAS and the betterment of the sport of artistic swimming in Canada.
- 20.5 The Board may employ and remunerate such employees or contractors as it deems necessary, and upon such terms and conditions as the Board may determine.
- 20.6 The Board shall enable CAS to receive donations and other revenues as appropriate.
- 20.7 Any two of the President, Treasurer, CEO or other Director specifically appointed by the Board for this purpose, shall have signing authority for financial transactions and for legal agreements entered into by CAS.
- 20.8 A quorum for meetings of the Board is 50% of the voting Directors. Voting Directors who abstain from voting shall be counted for the purposes of determining quorum.
- 20.9 Proxy voting is not permitted at meetings of the Board.

## **21. COMMITTEES**

- 21.1 The Board may establish committees to assist the Board in carrying out its duties and functions and those committees shall be responsible to the Board.
- 21.2 Procedures for committees of CAS are the responsibility of those committees as outlined in their Terms of Reference.

## **22. ATHLETES' COUNCIL**

- 22.1 There shall be a committee of CAS known as the Athletes' Council, which represents the interests of all Registrants who are Athletes. The Athletes' Council shall elect a Chair and Co-chair in accordance with their Terms of Reference.
- 22.2 One of the Athletes' Council's Chair or Co-Chair shall participate in Board meetings, but is not a Director and shall have no vote.

## **23. APPEAL**

- 23.1 A Member or Registrant who is affected by a decision of the Board or a decision made under these By-laws or a Policy of CAS may appeal that decision in accordance with CAS's Appeal Policy.

## **24. OFFICERS**

- 24.1 The Officers of CAS are the President, Secretary, Treasurer and Chief Executive Officer. The duties of Secretary and Treasurer will be assigned by the Board to two Directors, respectively.

## **25. CONFLICT OF INTEREST**

- 25.1 A Director, Officer, Athletes' Council Chair or Co-Chair, or member of a CAS committee who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with CAS shall: disclose fully and promptly the nature and extent of such interest to the Board, Meeting of Members, Athletes' Council or committee, as the case may be; refrain from voting or speaking in debate on such contract or transaction; refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **26. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- 26.1 CAS will indemnify and hold harmless out of the funds of CAS each Director and Officer from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 26.2 CAS will not indemnify a Director, Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 26.3 CAS may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

## **27. PROHIBITIONS**

- 27.1 Paid employees or contractors of CAS may not be elected as Directors.
- 27.2 Paid employees or contractors of Provincial and Territorial Sections may not be elected as Directors.
- 27.3 Directors of the Board, the Chair and Co-Chair of the Athletes' Council, and committee members shall not be remunerated for their services, but may be reimbursed for travel and other expenses properly incurred and approved in connection with their attendance at meetings and performance of duties carried out on behalf of CAS.
- 27.4 Members or Registrants cannot obtain loans from CAS.

## **28. DISSOLUTION**

- 28.1 Upon the dissolution of CAS, any funds or assets remaining after paying all debts and satisfying all liabilities will be distributed to such non-profit organization or organizations as determined by the Members prior to dissolution.

## **29. BORROWING**

- 29.1 The Board may, in such amounts and on such terms as it deems expedient:
- a) Borrow money upon the credit of CAS;
  - b) Limit or increase the amount to be borrowed;
  - c) Issue debentures or other securities of CAS;
  - d) Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
  - e) Secure any such debentures, or other securities, or any other present or future borrowing or liability of CAS, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of CAS, and the undertaking and rights of CAS.
- 29.2 Nothing in this By-law shall limit or restrict the borrowing of money by CAS on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of CAS.
- 29.3 The Board may by resolution delegate to such one or more of the Directors, Officers or other authorized representatives of CAS as may be designated by the Board, all or any of the foregoing powers conferred on the Board above to such extent and in such manner as the Board shall determine at the time of each such delegation.
- 29.4 The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of CAS possessed by its Directors or Officers independently of a borrowing by-law.